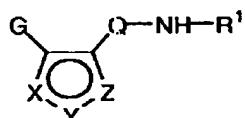


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IN THE CLAIMS

Please replace all prior versions and listings of claims with the amended claims as follows:

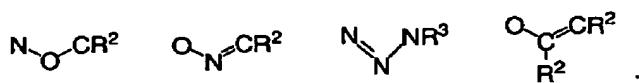
1. (Previously presented) A compound having the formula



I

wherein:

X-Y-Z is selected from one of the following:



R¹ is H, CONH₂, T_(n)-R, or T_(n)-Ar²;

R is an aliphatic or substituted aliphatic group;

n is zero or one;

T is C(=O), CO₂, CONH, S(O)₂, S(O)₂NH, COCH₂ or CH₂;

each R² is independently selected from hydrogen, -R, -CH₂OR, -CH₂OH, -CH=O, -CH₂SR, -CH₂S(O)₂R, -CH₂(C=O)R, -CH₂CO₂R, -CH₂CO₂H, -CH₂CN, -CH₂NHR, -CH₂N(R)₂, -CH=N-OR, -CH=NNHHR, -CH=NN(R)₂, -CH=NNHCOR, -CH=NNHCO₂R, -CH=NNHSO₂R, -aryl, -substituted aryl, -CH₂(aryl), -CH₂(substituted aryl), -CH₂NH₂, -CH₂NHCOR, -CH₂NHCONHR, -CH₂NHCON(R)₂, -CH₂NRCOR, -CH₂NHCO₂R, -CH₂CONHR, -CH₂CON(R)₂, -CH₂SO₂NH₂, -CH₂(heterocyclyl), -CH₂(substituted heterocyclyl), -(heterocyclyl), or -(substituted heterocyclyl);

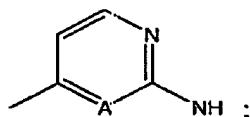
each R³ is independently selected from hydrogen, R, COR, CO₂R or S(O)₂R;

G is R or Ar¹;

Ar¹ is aryl, substituted aryl, aralkyl, substituted aralkyl, heterocyclyl, or substituted heterocyclyl, wherein Ar¹ is optionally fused to a partially unsaturated or fully unsaturated five to seven membered ring containing zero to three heteroatoms;

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Q-NH is



wherein the H of Q-NH is optionally replaced by R³;

A is CR³;

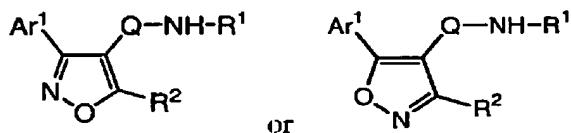
Ar² is aryl, substituted aryl, heterocycl or substituted heterocycl, wherein Ar² is optionally fused to a partially unsaturated or fully unsaturated five to seven membered ring containing zero to three heteroatoms;

wherein each substitutable carbon atom in Ar², including the fused ring when present, is optionally and independently substituted by halo, R, OR, SR, OH, NO₂, CN, NH₂, NHR, N(R)₂, NHCOR, NHCONHR, NHCON(R)₂, NRCOR, NHCO₂R, CO₂R, CO₂H, COR, CONHR, CON(R)₂, S(O)₂R, SONH₂, S(O)R, SO₂NHR, or NHS(O)₂R, and wherein each saturated carbon in the fused ring is further optionally and independently substituted by =O, =S, =NNHR, =NNR₂, =N-OR, =NNHCOR, =NNHCO₂R, =NNHSO₂R, or =NR; and

wherein each substitutable nitrogen atom in Ar² is optionally substituted by R, COR, S(O)₂R, or CO₂R.

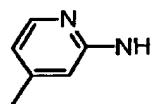
2. (Original) The compound of claim 1 where G is Ar¹.

3. (Original) The compound of claim 2 having the formula



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4. (Previously presented) The compound of claim 3 where Q-NH is

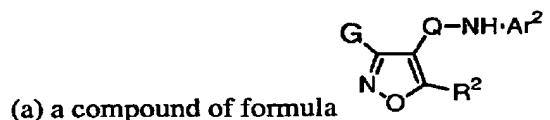


5. (Original) The compound of claim 4 where R¹ is alkoxyalkyl, alkoxy carbonylalkyl, hydroxyalkyl, pyridinylalkyl, alkoxy cycloalkyl, cycloalkyl, alkoxy carbonylcycloalkyl, hydroxycycloalkyl, Ar² or T-Ar² where T is C(=O).

6. (Original) The compound of claim 5 where R¹ is cyclohexyl, cyclohexanol-4-yl, cyclohexanon-4-yl, 2-propan-1-ol, 2-methoxy-1-methylethyl, 3-butyryl alkyl ester, 2-pyridinyl-2-ethyl, or an optionally substituted phenyl, naphthyl, pyridyl, quinolinyl, thienyl or indanyl.

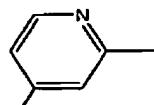
7. (Original) The compound of claim 6 where R² is an optionally substituted alkyl.

8. (Currently amended) A compound selected from the group consisting of

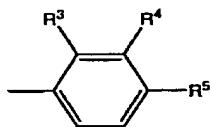


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wherein Q is

 Ar^2 is R^1 , R^1 is

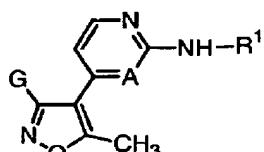
, and

G, R^2 , R^3 , R^4 , R^5 , R^6 and R^7 are defined as

No.	G	R^2	R^3	R^4	R^5	R^6	R^7
IIA-16	Phenyl	Et	H	CN	H	H	H
IIA-17	Phenyl	Et	H	CO ₂ H	H	H	H
IIA-18	Phenyl	Me	H	F	H	H	H
IIA-19	Phenyl	Me	H	H	F	H	H
IIA-20	Phenyl	Me	H	H	COMe	H	H
IIA-21	Phenyl	Me	H	H	COPh	H	H
IIA-24	Phenyl	Me	H	H	CONH ₂	H	H
IIA-40	Phenyl	Et	H	H	H	H	H
IIA-43	Phenyl	Me	H	CO ₂ H	H	H	H
IIA-47	Phenyl	Me	H	H	OMe	H	H
IIA-48	Phenyl	Me	H	OMe	H	H	H
IIA-50	Phenyl	Me	H	CO ₂ Me	H	H	H
IIA-52	Phenyl	Me	H	H	H	H	H
IIA-64	Phenyl	Me	H	H	CO ₂ Me	H	H
IIA-67	Phenyl	Me	H	CN	H	H	H
IIA-68	Phenyl	Me	H	H	CN	H	H
IIA-98	Phenyl	Me	H	H	NMe ₂	H	H
IIA-99	Phenyl	Me	H	NO ₂	H	H	H
IIA-100	Phenyl	Me	H	NHAc	H	H	H
IIA-101	Phenyl	Me	H	NH ₂	H	H	H
IIA-132	Phenyl	Me					
IIA-133	Phenyl	Me					
IIA-134	Phenyl	Me	H	CH ₂ OH	H	H	H
IIA-135	Phenyl	Me					

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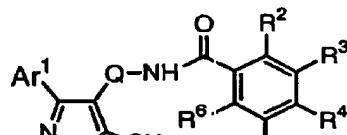
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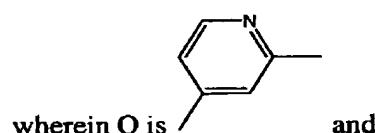
(b) a compound of formula

wherein G, A and R¹ are defined as

No.	G	A	R ¹
IIAA-1	Phenyl	CH	
IIAA-2	Phenyl	CH	
IIAA-39	Phenyl	CH	
IIAA-40	Phenyl	CH	



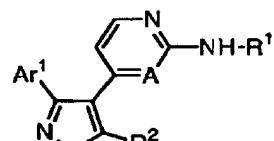
(c) a compound of formula



wherein Q is and

Ar¹, R², R³, R⁴, R⁵ and R⁶ are defined as

No.	Ar ¹	R ²	R ³	R ⁴	R ⁵	R ⁶
IIIA-77	phenyl	H	COMe	H	H	H
IIIA-78	phenyl	H	CN	H	H	H



(d) a compound of formula

wherein Ar¹, A, R¹ and R² are defined as

No.	Ar ¹	A	R ¹	R ²
XIA-1	phenyl	CH	phenyl	CH ₂ (morpholin-4-yl)

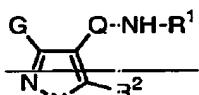
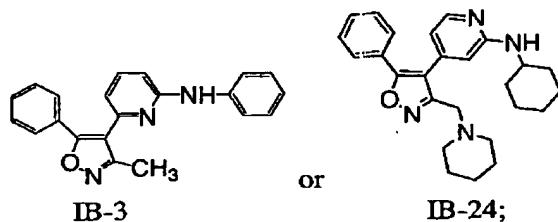
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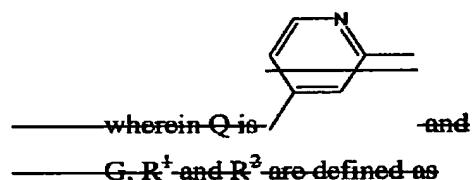
No.	Ar ¹	A	R ¹	R ²
XIA-2	phenyl	CH	phenyl	CH ₂ N(CH ₃) ₂
XIA-3	phenyl	CH	phenyl	CH ₂ NEt ₂
XIA-4	phenyl	CH	phenyl	CH ₂ N(CH ₃)CH ₂ Ph
XIA-5	phenyl	CH	phenyl	CH ₂ (1-t-butoxycarbonylpiperazin-4-yl)
XIA-6	phenyl	CH	benzyl	CH ₂ (morpholin-4-yl)
XIA-7	phenyl	CH	cyclohexyl	CH ₂ (morpholin-4-yl)
XIA-8	phenyl	CH	4-[1,2-(OMe) ₂ -phenyl]	CH ₂ (morpholin-4-yl)
XIA-9	phenyl	CH	4-cyclohexanol	CH ₂ (morpholin-4-yl)
XIA-10	phenyl	CH	phenyl	CH ₂ N(CH ₃)CH ₂ CH ₂ N(CH ₃) ₂
XIA-11	phenyl	CH	phenyl	CH ₂ N(CH ₃)CH ₂ CO ₂ CH ₃
XIA-12	phenyl	CH	phenyl	CH ₂ (piperazin-1-yl)
XIA-15	4-F-phenyl	CH	cyclohexyl	CH ₂ O(tetrahydrofuran-3-yl)
XIA-16	4-F-phenyl	CH	3-cyanophenyl	CH ₂ O(tetrahydrofuran-3-yl)
XIA-17	4-F-phenyl	CH	2-(2-pyridinyl)ethyl	CH ₂ O(tetrahydrofuran-3-yl)
XIA-18	4-F-phenyl	CH	1-benzyl-piperidin-4-yl	CH ₂ O(tetrahydrofuran-3-yl)
XIA-19	4-F-phenyl	CH	4-cyclohexanol	CH ₂ OCH ₂ CH ₂ OCH ₃
XIA-20	4-F-phenyl	CH	cyclohexyl	CH ₂ OCH ₂ CH ₂ OCH ₃
XIA-21	4-F-phenyl	CH	2-(2-pyridinyl)ethyl	CH ₂ OCH ₂ CH ₂ OCH ₃
XIA-22	4-F-phenyl	CH	1-benzyl-piperidin-4-yl	CH ₂ OCH ₂ CH ₂ OCH ₃
XIA-23	4-F-phenyl	CH	4-cyclohexanol	CH ₂ (morpholin-4-yl)
XIA-24	4-F-phenyl	CH	cyclohexyl	CH ₂ (morpholin-4-yl)
XIA-25	4-F-phenyl	CH	3-cyanophenyl	CH ₂ (morpholin-4-yl)
XIA-26	4-F-phenyl	CH	2-(2-pyridinyl)ethyl	CH ₂ (morpholin-4-yl)
XIA-27	4-F-phenyl	CH	1-benzyl-piperidin-4-yl	CH ₂ (morpholin-4-yl)
XIA-28	4-F-phenyl	CH	4-cyclohexanol	CH ₂ OCH ₃
XIA-29	4-F-phenyl	CH	cyclohexyl	CH ₂ OCH ₃
XIA-30	4-F-phenyl	CH	3-cyanophenyl	CH ₂ OCH ₃
XIA-31	4-F-phenyl	CH	2-(2-pyridinyl)ethyl	CH ₂ OCH ₃
XIA-32	4-F-phenyl	CH	1-benzyl-piperidin-4-yl	CH ₂ OCH ₃
XIA-33	4-F-phenyl	CH	4-cyclohexanol	CH ₂ OCH ₃
XIA-34	4-F-phenyl	CH	cyclohexyl	CH ₂ OCH ₃
XIA-35	4-F-phenyl	CH	3-cyanophenyl	CH ₂ OCH ₃
XIA-36	4-F-phenyl	CH	2-(2-pyridinyl)ethyl	CH ₂ OCH ₃
XIA-37	4-F-phenyl	CH	4-cyclohexanol	CH ₂ O(tetrahydrofuran-3-yl)
XIA-38	4-F-phenyl	CH	cyclohexyl	CH ₂ O(tetrahydrofuran-3-yl)
XIA-41	4-F-phenyl	CH	4-methoxybenzyl	CH ₂ OCH ₃

(e) a compound selected from:

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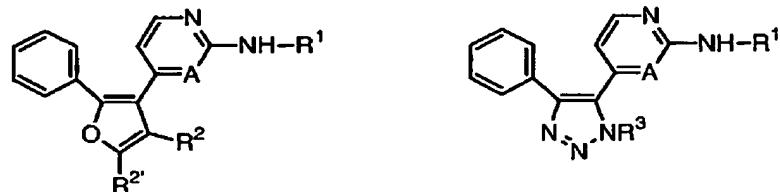
(f) a compound having the formula



No.	G	R ¹	R ²
IC-1	4-F phenyl	Phenyl	H
IC-2	4-F phenyl	Cyclohexyl	H
IC-3	4-F phenyl	Isquinolin-4-yl	H
IC-4	4-F phenyl	6-MeO-naphthalen-2-yl	H
IC-5	4-F phenyl	4-cyclohexanol	H
IC-9	4-F phenyl	Cyclohexyl	CH ₃
IC-10	4-F phenyl	Cyclohexyl	-CH ₂ -N(Phenyl)
IC-11	Phenyl	Cyclohexyl	-CH ₂ -N(Phenyl)

and

(g) a compound of formulae:



ID

or

IE

wherein R¹ is phenyl, R² is hydrogen and A is CH, and

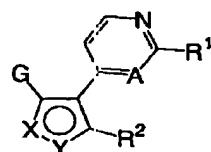
R² is H or CH₃ in formula ID; or

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R³ is H or CH₃ in formula IE.

9. (Canceled)

10. (Previously presented) A compound having the formula:



wherein:

X-Y is N-O or O-N;

A is CH;

G is R, aryl or substituted aryl;

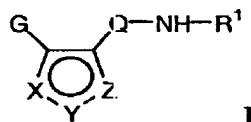
R is aliphatic or substituted aliphatic;

R² is selected from hydrogen, -R, -CH₂OR, -CH₂OH, -CH=O, -CH₂SR, -CH₂S(O)₂R, -CH₂(C=O)R, -CH₂CO₂R, -CH₂CO₂H, -CH₂CN, -CH₂NHR, -CH₂N(R)₂, -CH=N-OR, -CH=NNHHR, -CH=NN(R)₂, -CH=NNHCOR, -CH=NNHCO₂R, -CH=NNHSO₂R, -aryl, -substituted aryl, -CH₂(aryl), -CH₂(substituted aryl), -CH₂NH₂, -CH₂NHCOR, -CH₂NHCONHR, -CH₂NHCON(R)₂, -CH₂NRCOR, -CH₂NHCO₂R, -CH₂CONHR, -CH₂CON(R)₂, -CH₂SO₂NH₂, -CH₂(heterocycl), -CH₂(substituted heterocycl), -(heterocycl), or -(substituted heterocycl).

11. (Currently amended) A pharmaceutical composition comprising an amount of a compound according to any one of claims 1-8 or a pharmaceutically acceptable salt thereof, effective to inhibit JNK, and a pharmaceutically acceptable carrier.

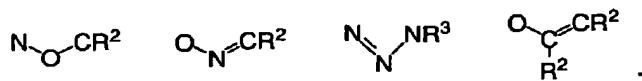
12. (Previously presented) A method for treating rheumatoid arthritis comprising administering to a mammal in need of said treating a therapeutically effective amount of a compound of formula I:

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wherein:

X-Y-Z is selected from one of the following:



R¹ is H, CONH₂, T_(n)-R, or T_(n)-Ar²;

R is an aliphatic or substituted aliphatic group;

n is zero or one;

T is C(=O), CO₂, CONH, S(O)₂, S(O)₂NH, COCH₂ or CH₂;

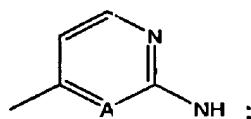
each R² is independently selected from hydrogen, -R, -CH₂OR, -CH₂OH, -CH=O, -CH₂SR, -CH₂S(O)₂R, -CH₂(C=O)R, -CH₂CO₂R, -CH₂CO₂H, -CH₂CN, -CH₂NHR, -CH₂N(R)₂, -CH=N-OR, -CH=NNHHR, -CH=NN(R)₂, -CH=NNHCOR, -CH=NNHCO₂R, -CH=NNHSO₂R, -aryl, -substituted aryl, -CH₂(aryl), -CH₂(substituted aryl), -CH₂NH₂, -CH₂NHCOR, -CH₂NHCONHR, -CH₂NHCON(R)₂, -CH₂NRCOR, -CH₂NHCO₂R, -CH₂CONHR, -CH₂CON(R)₂, -CH₂SO₂NH₂, -CH₂(heterocyclil), -CH₂(substituted heterocyclil), -(heterocyclil), or -(substituted heterocyclil);

each R³ is independently selected from hydrogen, R, COR, CO₂R or S(O)₂R;

G is R or Ar¹;

Ar¹ is aryl, substituted aryl, aralkyl, substituted aralkyl, heterocyclil, or substituted heterocyclil, wherein Ar¹ is optionally fused to a partially unsaturated or fully unsaturated five to seven membered ring containing zero to three heteroatoms;

Q-NH is



wherein the H of Q-NH is optionally replaced by R³;

A is CR³;

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Ar² is aryl, substituted aryl, heterocycll or substituted heterocycll, wherein Ar² is optionally fused to a partially unsaturated or fully unsaturated five to seven membered ring containing zero to three heteroatoms;

wherein each substitutable carbon atom in Ar², including the fused ring when present, is optionally and independently substituted by halo, R, OR, SR, OH, NO₂, CN, NH₂, NHR, N(R)₂, NHCOR, NHCONHR, NHCON(R)₂, NRCOR, NHCO₂R, CO₂R, CO₂H, COR, CONHR, CON(R)₂, S(O)₂R, SONH₂, S(O)R, SO₂NHR, or NHS(O)₂R, and wherein each saturated carbon in the fused ring is further optionally and independently substituted by =O, =S, =NNHR, =NNR₂, =N-OR, =NNHCOR, =NNHCO₂R, =NNHSO₂R, or =NR; and

wherein each substitutable nitrogen atom in Ar² is optionally substituted by R, COR, S(O)₂R, or CO₂R.

13-27. (Canceled)